

Articles of Incorporation of The Theatre Downstream, Inc.

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law, do hereby certify:

First: The name of the Corporation shall be The Theatre Downstream, Inc.

Second: The place in this state where the principal office of the Corporation is to be located is in the City of Louisville, Jefferson County.

Third: The Theatre Downstream, Inc. is a non-profit organization whose purpose is to offer artistic opportunities and quality theatrical entertainment for the community.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name: James Russell Cooper	Address: 1621 Stevens Ave. Louisville, KY 40205
Name: Jill Moore	Address: 302 E Washington LaGrange, KY 40031
Name: Ashley Raymer-Brown	Address: 600 Bohannon Rd. Pleasureville, KY 40057
Name: Rachael Yeager	Address: 424 Rockbridge Rd. Shelbyville, KY 40065

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding

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section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this day of _____ 20____.

James Russell Cooper

Jill Moore

Ashley Raymer-Brown

Rachael Yeager